



BOARD OF DIRECTORS CHARTER

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I. PURPOSE

The Board of Directors (the “**Board**”) of Taiga Motors Corporation (the “**Corporation**”) is responsible for the oversight of the management of the business and affairs of the Corporation. The Board shall pursue the best interests of the Corporation and shall discharge its duties directly and through the committees that may exist from time to time.

The composition and meetings of the Board are subject to the requirements set forth in the articles and by-laws of the Corporation, as well as in applicable laws and the rules of the Toronto Stock Exchange (the “**TSX**”) and/or of any other stock exchange on which the securities of the Corporation are listed. The present charter is not intended to limit, enlarge or change in any way the responsibilities of the Board as determined by such articles, by-laws, applicable laws and the rules of the TSX and/or of any other stock exchange on which the securities of the Corporation are listed.

II. DUTIES AND RESPONSIBILITIES OF THE BOARD

In furtherance of its purpose, the Board assumes the following duties and responsibilities, some of which are initially reviewed and recommended by the applicable committee of the Board (each, a “**Committee**”) to the full Board for approval:

A. STRATEGY AND BUDGET

1. Oversees the formulation of long-term strategic, financial and organizational goals for the Corporation, and periodically reviews its mission and business vision.
2. Reviews and approves, at least annually, the Corporation’s strategic plan, which shall consider the opportunities and risks of the Corporation’s business.
3. Approves the Corporation’s annual business plan and operating and capital budgets.
4. Reviews and monitors the Corporation’s short and long-term performance against approved plans and budgets.
5. Advises management on critical and sensitive issues.
6. Reviews and approves material transactions and capital investments, not in the ordinary course of business (including proposals on mergers, acquisitions and other major investments or divestitures).

B. GOVERNANCE

1. Oversees the Corporation’s policies concerning business conduct, ethics, public disclosure of material information and other matters.
2. Oversees any charitable contributions made by the Corporation.

3. Develops, adopts, implements, reviews and enforces the Corporation's Code of Ethics and Business Conduct, Majority Voting Policy, Forum Selection Provisions, Advance Notice Provisions, Insider Trading Policy, Disclosure Policy, Authorization Policy and Whistleblower Policy and any such other policies that may be adopted by the Board from time to time, and the actions, reports and recommendations received periodically from the Audit Committee and the Governance, Human Resources and Compensation Committee (the "**GHRC Committee**") with respect to the conduct of the business in compliance with such policies.
4. In the event of a breakdown of communication between shareholders and the Board Chair or Executive Officers (as defined below), appoints an independent director to be available to shareholders with concerns.

C. BOARD AND COMMITTEE MEMBERS

1. Identifies individuals qualified to become directors considering the size of the Board and the competencies and skills of directors and proposed directors and the nominees for election at the next annual meeting of shareholders.
2. Approves the nomination of directors to the Board and its Committees, as well as:
 - a. ensures that the requisite number of the Corporation's directors have no direct or indirect material relationship with the Corporation and determine who, in the reasonable opinion of the Board, are independent pursuant to applicable legislation, regulation and listing requirements;
 - b. develops appropriate qualifications/criteria for the selection of directors, including criteria for determining director independence; and
 - c. appoints the Board Chair, the Lead Director (if necessary), and the Chair and members of each Committee, in consultation with the relevant Committee.
3. Determines the directors' remuneration for Board and Committee service while ensuring that the Corporation's compensation policy for directors reflects market practice and the time spent, responsibilities and risks involved in being an effective director.
4. Assesses annually the effectiveness and contribution of the Board and the Board Chair, and of each Committee and their respective Chairs and of individual Directors.
5. Identifies individuals qualified to become members of the Audit Committee in light of the independence, financial literacy, experience and other membership requirements set forth under applicable laws, rules and regulations and listing requirements.

6. Provides a comprehensive orientation program for new directors to the Board and continuing education opportunities for all directors.
7. Develops written position descriptions for the Board Chair, the Lead Director (if applicable) and the Chair of each Committee.
8. Reviews and discusses with each of the Committees of the Board the appropriateness of their respective charters and any changes to such charters which may be recommended by such Committee to the Board.

D. CEO, CFO, OTHER EXECUTIVE OFFICERS AND COMPENSATION AND BENEFIT POLICIES

1. Appoints the executive officers of the Corporation including, but not limited to, the Chief Executive Officer (the “CEO”) and the Chief Financial Officer (the “CFO” and together with the CEO and the other executive officers, as appropriate, the “Executive Officers”).
2. Develops, together with the CEO, a written position description for the role of the CEO.
3. Develops the corporate goals and objectives that each Executive Officer is responsible for meeting.
4. Evaluates the performance assessments of each Executive Officer conducted by the GHRC Committee.
5. Approves, upon recommendation of the GHRC Committee, the Corporation’s compensation and benefits policies or any changes thereto for Executive Officers.
6. Approves, by the independent directors, all forms of compensation for the Executive Officers.
7. Ensures, upon recommendation of the GHRC Committee, that the Corporation’s compensation and benefits policies create and reinforce good conduct, ethical behaviour and promote reasonable risk taking.
8. Satisfies itself as to the integrity of the Executive Officers and senior management and that the Executive Officers, and senior management create a culture of integrity throughout the organization.
9. Provides stewardship in respect of succession planning, and approves, as may be required, (i) the succession plan with respect to the positions of the Executive Officers, and (ii) the appointment, training and monitoring of the Executive Officers and senior management.

E. RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS

1. Identifies and assesses the principal risks of the Corporation's business, and ensures the implementation of appropriate systems to manage these risks.
2. Ensures the integrity of the Corporation's internal controls system and management information systems and the safeguarding of the Corporation's assets.
3. Reviews, approves, and as required, oversees compliance with the Corporation's Disclosure Policy (regarding corporate disclosure and confidentiality) and the Insider Trading Policy by directors, Executive Officers and other management and employees.
4. Reviews and approves the Corporation's internal and external policies for communicating and disseminating information, the whole in accordance with the Disclosure Policy.
5. Reviews annually and oversees the Corporation's internal controls over financial reporting and its disclosure controls and procedures.
6. Reviews and approves the Code of Ethics and Business Conduct with the purpose of promoting integrity and deterring wrongdoing, and encouraging and promoting a culture of ethical business conduct and as required, oversees compliance with the Code of Ethics and Business Conduct by directors, Executive Officers and other management and employees.
7. Grants, when appropriate, waivers to the Code of Ethics and Business Conduct.

F. FINANCIAL REPORTING, AUDITORS AND TRANSACTIONS

1. Reviews and approves, as required, the Corporation's financial statements, management's discussion and analysis, related financial information, press releases and financial outlook, the whole in accordance with the Disclosure Policy.
2. Approves and reviews the engagement of the external auditor, appoints the external auditor subject to shareholder approval and approves the external auditor's compensation.
3. Establishes appropriate limits on the authority delegated to the Executive Officers and management to manage the business and affairs of the Corporation, the whole in accordance with the Authorization Policy.

G. LEGAL REQUIREMENTS AND DIALOGUE WITH STAKEHOLDERS

1. Oversees the adequacy of the Corporation's processes to ensure compliance by the Corporation with applicable legal and regulatory requirements.
2. Establishes appropriate measures for receiving feedback from stakeholders.

H. OTHER

1. Reviews, approves, and as required, oversees, with the assistance of the GHRC Committee, the compliance with the Corporation's environmental, social, health and safety and governance and ethics policies by the Corporation's directors, Executive Officers, management and employees.
2. Performs any other function as prescribed by law or as not delegated by the Board to one of the Committees or to management.

III. BOARD CHAIR

The Board shall annually appoint its Chair from among the Corporation's directors. The Board Chair leads the Board in all aspects of its work and is responsible for effectively managing the affairs of the Board and ensuring that the Board is properly organized and functions efficiently. The Board shall develop a written position description for the Board Chair.

IV. LEAD DIRECTOR

If the appointed Board Chair is also an Executive Officer, the directors will annually appoint a lead director (the "**Lead Director**") that will assist the Chair in performing the duties and responsibilities associated with the Chair. The Lead Director should be sufficiently removed from the day-to-day running of the business to ensure that the Board can objectively oversee the Company's affairs and be attentive to its obligations to its shareholders. The Board shall develop a written position description for the Lead Director in the event a Lead Director is appointed.

V. EVALUATION OF THE BOARD

The Board shall, on an annual basis, evaluate and review its performance as a whole, as well as the performance of each individual director while taking into account: (i) in the case of the Board as a whole, the present Charter, and (ii) in the case of an individual director, the director's self-evaluation, peer reviews, the applicable position description(s), as well as the competencies and skills each individual director is expected to contribute to the Board.

VI. OUTSIDE ADVISORS

The Board shall have the authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Board in the performance of its duties. The Corporation shall provide appropriate funding for such advisors as determined by the Board.

VII. MEMBERSHIP

At least a majority of the directors shall, pursuant to applicable laws, rules, regulations and listing requirements, meet applicable independence requirements, and a majority of the members shall have the required experience and qualifications as determined by the Board.

Directors shall complete a Directors and Officers Information Form to help the Corporation meet its continuous disclosure requirements, and to help identify any director independence issues or conflicts of interest.

VIII. TERM

The members of the Board shall be appointed or changed by resolution of the Board to hold office from the time of their appointment until the next annual meeting of the shareholders or until their successors are so appointed.

IX. PROCEDURES FOR MEETINGS

The Board shall fix its own procedure at meetings and for the calling of meetings. Meetings of the Board will be held quarterly, or more frequently, as required. Independent directors may meet before or after each Board meeting or more often if required. All independent directors and non-management directors shall meet in an executive session in the absence of management following each regularly scheduled meeting of the Board.

The Board may invite any of the Corporation's officers, employees, advisors or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

Directors are expected to attend all meetings of the Board and of its Committees (if applicable) and review, in advance, the meeting materials.

The proceedings and deliberations of the Board and its Committees are confidential. Each director shall maintain the confidentiality of all information received in his or her capacity as a director of the Corporation.

X. QUORUM AND VOTING

A majority of the Board shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Board Chair is absent, the Chair of the meeting shall be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast.

XI. SECRETARY

Unless otherwise determined by resolution of the Board, the Corporate Secretary of the Corporation or his/her delegate shall be the Secretary of the Board.

XII. RECORDS

The Board shall keep such records of its proceedings as it may deem necessary.

XIII. REVIEW OF CHARTER

The Board shall review and assess the adequacy of the Board Charter annually and at such other times as it considers appropriate, and shall make such changes to the Board Charter as it considers necessary or appropriate.

This Charter was adopted by the Board on April 21, 2021.